

## **Bylaws**

### **North Pacific Coast Marine Resources Committee (NPC MRC)**

WE, THE MEMBERS of the North Pacific Coast Marine Resources Committee of Clallam and Jefferson Counties, state of Washington, hereby adopt, publish, and declare the following Bylaws.

#### **I. NAME, PURPOSE, MEMBERSHIP**

- A. NAME: The official name shall be "The North Pacific Coast Marine Resources Committee" (NPC MRC), hereafter, sometimes, referred to as the "Committee".
- B. PURPOSE: The Committee's purpose may include, but is not limited to: the research and identification of marine resource issues affecting the North Pacific Coast; improvement of ecosystem monitoring and species assessments, recommendation for remedial actions to applicable entities; project proposals and implementation; and community outreach and education regarding these subjects. A mission statement shall be developed by the Committee that supports these purposes. The MRC has no legislative or administrative authority, cannot set policy, and cannot direct specific actions of any organization.
- C. MEMBERSHIP: Voting members and non-voting members of the Committee, and the categories they collectively represent, shall be as set forth in the joint resolutions passed September 15, 2009 (#78-2009 for Clallam County and #50-09 for Jefferson County), a copy of which is attached and made Exhibit A hereof. Per these resolutions, voting members shall serve staggered two-year terms. The Chairs of the Joint County Boards (JCB) or their respective designees are also ex-officio members of the Committee.
- D. VACANCIES: If a vacancy of the Committee membership occurs by resignation or other reason, the Chair of the NPC MRC shall so notify the appropriate county Board and request appointment of a replacement as soon as possible. The NPC MRC members, at their discretion, may either individually, or by Committee action, recommend potential replacements for any vacancies.
- E. ALTERNATES: Each voting member may designate an Alternate to attend and participate in the Committee's meetings, functions, or activities. Alternates may participate in an ex-officio capacity even when the regular member is present and may vote for the member in the member's absence. The presence of an Alternate at any meeting in the absence of a member may be counted by the Chair for the purposes of establishing a quorum.

## II. MEETINGS

- A. All meetings of the Committee and/or its subcommittees shall be noticed, held, and records kept in accordance with the Open Public Meeting Act Chapter 42.30 RCW and the Open Records Act, Chapter 42.56 RCW.
- B. All meetings shall be held at such times and locations as the Committee determines and for which public notice per state law is provided, unless otherwise directed by the Chair. Meetings shall be open to the public. Meeting schedules may be changed at the will of the Committee. Special meetings shall be at the call of the Chair or by the written request of at least four of the Committee members and delivered to the Chair in accordance with the provisions of state law. Upon receipt of such a request, the Chair will proceed with scheduling the meeting to take place within a period of time no later than five days from the delivery of the request for such a special meeting.
- C. Committee members' participation in all regular and special meetings, workshops, and hearings of the full Committee is expected. Attendance of NPC MRC members, staff, and visitors shall be determined by signing in during the meeting. Attendance of MRC members shall be recorded in the meeting summary as present, excused, or absent. Excused absence of MRC members shall require timely notice to the Facilitator until a Chair is elected, and then to the Chair or Vice-Chair.
- D. When a Committee member's conduct or frequent absence adversely affects the business of the Committee, the NPC MRC (by 2/3 majority vote) may, through its Chair and upon notice to the member, request the appointing County Commissioners to review that Committee member's value to the Committee's mission. This may include a recommendation for the removal and replacement of the member by the applicable county's Commissioners.
- E. NPC MRC members may resign in good standing by sending a letter of resignation to the Chair. The letter shall include reasons for resignation. The Facilitator shall forward the letter to the applicable county Commissioners and initiate a process to fill the vacancy.
- F. Nonmembers, whether individuals or entities, are encouraged to participate. To that end, the public shall be provided an opportunity to speak or comment on matters pertaining to the Committee's mission at some time during every regular, special, and workshop meeting. Nonmembers presenting information orally or in writing should identify their affiliation and provide contact information, such as phone number, address, or email. Speakers or presenters claiming professional experience and knowledge regarding any matter before the Committee may be required to provide evidence (written or oral) for the record identifying their level of expertise in the subject at hand.
- G. A member has the ability to attend by telephone with prior notice to the chair.

### **III. ELECTION OF OFFICERS**

- A. The officers of the Committee shall initially consist of a Chair and a Vice Chair. Other officers may be added as deemed needed, by amendment of these Bylaws. Any officer, whether specified initially or created later, by amendment of the Bylaws, must be elected by majority vote from among the Committee's voting membership and shall be a member of the Committee.
- B. The election of officers shall take place soon as practical. The term of each officer shall run for a period of one year. Any officer may be removed at any time, for cause, by a vote of a 2/3 majority of the Committee's voting membership of record.
- C. A vacancy caused by the resignation or removal of any officer of the Committee during that person's term of the office shall be filled for the remaining term of office from among the membership by a new election. .
- D. The Committee may, by simple majority vote, create non-officer positions as it deems fitting for its mission,
- E. The MRC shall select one of its members by simple majority vote to serve as its representative on the Washington State Ocean Caucus and another member to serve as an alternate. The representative and alternate shall serve until successors are selected.

### **IV. OFFICERS, COMMITTEES, AND FACILITATOR**

- A. There shall be a Facilitator, who is a staff member of Clallam or Jefferson County. This person will preside over meetings; prepare agendas and meeting records; manage financial matters; and generally perform Chair functions until a Chair is elected.
- B. Upon election, the Chair shall preside over the meetings of the full Committee and exercise the powers usually incident to the office; retaining, however the full right to have his/her own vote recorded in all deliberations of the Committee.
- C. The Chair shall take appropriate action to ensure that meetings are conducted in an equitable, orderly and expeditious manner.
- E. The Vice Chair shall, in the absence of the Chair, perform all the duties and exercise all the powers of the Chair. If the Chair and the Vice Chair, are both absent, the members present shall elect for that meeting a temporary presiding officer, who shall have full powers of the Chair and Vice Chair if there is a quorum.
- F. The Chair with consent of the committee members present at a meeting may (1) place reasonable limitations on questions and material presented by the

public and time allotted to the subject before the Committee; and (2) establish such rules for presentation and testimony to the Committee as may be deemed appropriate.

- G The time limit for each public comment shall be set forth in each agenda.
- H. The Chair or the Committee by majority vote may create subcommittees or ad hoc work groups. No subcommittee or work group shall make any recommendation except to the Committee as a whole.

## **V. RECORDS**

- A. All records created, obtained, developed and utilized by the Committee are public records subject to applicable state laws regarding their maintenance, access, and disclosure to the public.
- B. The Facilitator shall ensure that an electronic recording is made of all meetings and workshops held by the Committee. The Facilitator shall prepare a meeting/workshop summary within 21 days (three weeks) of the event and be custodian of the recordings. The Facilitator shall distribute the summaries by email to the members of the Committee and may place them on any website designated by the Committee, as well. Such summaries shall act as the "minutes" of any such meeting or workshop of the Committee.
- C. If a Secretary is added to the officers by amending these Bylaws, then the Secretary will have the obligation to prepare a meeting summary and be custodian of the records.
- D. Subcommittees or work groups shall report on their meetings in either oral or written form to the Committee at such regular or special meetings as appropriate or upon request of the Chair and these reports shall be kept with the official recordings and meeting summaries.
- E. Written "minority reports" on actions taken by the Committee may be submitted by any voting member or members within a reasonable time after a meeting at which action is taken and shall be maintained as part of the official record, as well.

## **VI. BUDGETS AND FINANCIAL RECORDS**

The Facilitator shall keep the financial records of the NPC MRC; shall be responsible for presenting budgets to the JCB; and shall provide budget updates to the Committee as needed. If a Treasurer is added to the officers by amending these Bylaws, the Treasurer may have duties defined in such amendment. All records shall be made publicly available as may be required under state law.

## **VII. QUORUM AND VOTING**

- A. A simple majority of the total voting members of the Committee shall constitute a quorum for the transaction of business. Any action taken by the Committee when a quorum is present at any regular or special meeting shall be deemed an official action of the Committee.
- B. MRC members shall abstain from any decisions that may directly or indirectly benefit themselves. However, this does not prohibit an MRC member from using his or her general expertise to educate the MRC or provide general information to the MRC on a decision item.
- C. An action, petition or report to the public or to government entities may only be approved by the passage of a motion for approval thereof, together with any associated written findings and recommendations.
- D. The Committee shall to the maximum extent practical seek to achieve "consensus"; i.e., agreement or at least no objection to a motion, before proceeding to a majority vote. Dissenting voting members shall be given the opportunity to present written minority reports to the official record within 21 days (three weeks) of the meeting at which action was taken (in time for the dissent to be circulated with the meeting summary).
- E. Voting will be by raised hands indicating aye or nay as called by the Chair, except where State Law or the Committee may require a ballot or roll call vote for the record. A roll call vote shall be required on the call of any voting member. Any member may abstain from voting upon announcement thereof to the Committee. Abstentions shall be part of the record of the proceedings and are not counted as either ayes or nays, even if needed for a majority. A vote does not pass without a majority of ayes.
- F. Voting by members or duly appointed alternates shall be either in person, by telephone according to previous arrangement, or shall be presented in written form (which can be an electronic submittal) at a regular or special meeting of the Committee or its subcommittees if it is appropriate, as determined by the Chair, for the matter at hand.
- G. The committee shall report at least annually to the Clallam and Jefferson County Commissioners regarding the progress of the Committee and its mission.

## **VIII. AGENDAS**

Agendas should include as a minimum approval of prior minutes, old business, new business, and a public comment period. An agenda shall be prepared by the Facilitator for each regular meeting and shall be distributed, at least by electronic mail, to all Committee members (voting and nonvoting) and meeting notice to the local press not

later than required by state law for meeting notices. Special meetings shall be similarly noticed.

#### **IX. RULES OF ORDER**

The latest edition of Robert's Rules of Order is recommended as guidance for Committee actions. At a minimum, proposals will have a motion, a second, and an opportunity for discussion before seeking consensus or vote is called for by the Chair. After reasonable time, if consensus is not achieved, a member may request the Chair to proceed with the vote on the motion on the floor. While this Committee may choose to operate informally for most of its actions, in the event of disputes as to process, the Committee will resort to the formal use of Robert's Rules of Order in its resolution of the dispute at hand.

#### **X. AMENDMENT**

These Bylaws may be amended at any regular meeting of the Committee by a 2/3 majority vote of the entire voting membership. Proposals to amend the Bylaws must be presented in writing (by mail, FAX, or email) to all voting members at least 14 days prior to a regular or special meeting at which action is to be taken on the proposal.

**APPROVED AND ADOPTED THIS 21st DAY OF SEPTEMBER, 2010.**